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OF COUNSEL
URBAN A. LESTER

March 16, 1999

RECORDATION NO. 17121-M, N, O FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAR 16 '99

2-20 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents: (1) Lease Supplement No. 5, dated as of December 9, 1998; (2) Supplement No. 4 to Security Agreement, dated December 9, 1998; and (3) Bill of Sale and Partial Release, dated February 25, 1999.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 90-2) and secondary documents related thereto which was previously filed with the Commission under Recordation Number 17121

The names and addresses of the parties to the enclosed documents are:

Lease Supplement No. 5

Lessee	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Lessor	General American Transportation Corporation 500 West Monroe Street Chicago, Illinois 60661

Vernon A. Williams
March 16, 1999
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**Supplement No. 4 to Security Agreement
and Bill of Sale and Partial Release**

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Indenture Trustee: Harris Trust and Savings Bank
PO Box 755
Chicago, Illinois 60690

A description of the railroad equipment covered by the enclosed documents is
railcar designated as GACX 73599 is deleted from, and railcar GACX
73700 is added to, the Lease and Security Agreement.

Also enclosed is a check in the amount of \$78.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO.

FILED

17121-0

BILL OF SALE AND PARTIAL RELEASE

MAR 16 '99

2-20 PM

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 73599 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated: FEB 25, 1998

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 

Title: Financial Services Officer

Harris Trust and Savings Bank,
as Security Trustee

By: _____

Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 73599 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated. The Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

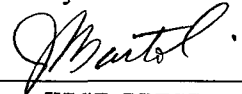
Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated: _____, 1998

Wilmington Trust Company, not in its
individual capacity, but solely as
Owner Trustee

By: _____
Title: _____

Harris Trust and Savings Bank,
as Security Trustee

By:  _____
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 25th day of February, 1998⁹, before me personally appeared
CHARLOTTE PAGLIA, to me known, who being by me duly sworn, says that (s)he is a
Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date
on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that
the execution of the foregoing instrument was the free act and deed of said corporation.

Katherine C. Jannuzzio
Notary Public

[Notarial Seal]
My commission expires:

KATHERINE C. JANNUZZIO
NOTARY PUBLIC - DELAWARE
My Commission Expires Apr. 29, 2000

State of Illinois)
) SS:
County of Cook)

On the ____ day of _____, 1998, before me personally appeared
_____, to me known, who being by me duly sworn, says that (s)he is a
_____ of Harris Trust and Savings Bank, that said instrument was signed on
such date on behalf of said corporation by authority of its Board of Directors, and (s)he
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Delaware)
) SS:
County of New Castle)

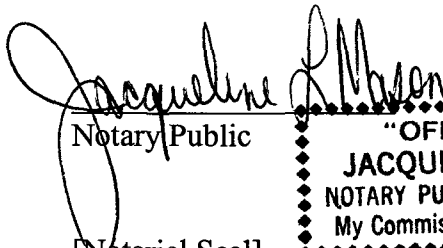
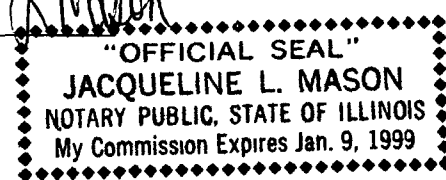
On the ____ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 17th day of December, 1998, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a _____ of Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public 
[Notarial Seal]
My commission expires: 1-9-99